



**BUSINESS/PROFESSIONAL/FARM
LIMITED LIABILITY COMPANY
ARTICLES OF DISSOLUTION AND TERMINATION
BY MEMBERS**
SECRETARY OF STATE
SFN 58764 (03-2008)

FOR OFFICE USE ONLY

ID#:	
WO#:	
Filed:	By:

1. FILING FEE \$20.00

For reference, see N.D.C.C., Sections 10-32-111 through 10-32-117

TYPE OR PRINT LEGIBLY

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS.

2. The name of the limited liability company		3. Federal ID Number:
4. The dissolution shall be effective <input type="checkbox"/> When Articles of Dissolution and Termination are filed with the Secretary of State. <input type="checkbox"/> Later on _____. (month, day, year)		
5. The undersigned states "The limited liability company: (check the appropriate box) <input type="checkbox"/> Did not give notice to creditors and claimants. The Notice to Dissolve was filed with the Secretary of State. a) Payment of claims of all known creditors and claimants has been made or adequate provision has been made for payment or discharge, OR b) Two years have elapsed since filing the Notice to Dissolve with the Secretary of State. Any remaining property, assets, and claims of the limited liability company have been distributed in accordance with North Dakota law, or adequate provisions have been made for that distribution. There are no pending legal, administrative, or arbitration proceedings by or against the limited liability company, or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it in a pending proceeding. OR <input type="checkbox"/> Gave notice to creditors and claimants on _____. Payment of claims filed by creditors and (month, day, year) claimants has been made or provided for and the longest of the periods defined in N.D.C.C., Section 10-32-114, Subsection 3b and as herein provided, have elapsed: 1) 60 days have elapsed since a claim was rejected and the claimant has not pursued other remedies; 2) 180 days have elapsed since the limited liability company filed the Notice to Dissolve with the Secretary of State; OR 3) 90 days have elapsed since notice was given to creditors and claimants. Any remaining property, assets, and claims of the limited liability company have been distributed in accordance with North Dakota law, or adequate provisions have been made for that distribution. There are no pending legal, administrative, or arbitration proceedings by or against the limited liability company, or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it in a pending proceeding."		
6. "The undersigned, a person authorized by the limited liability company to sign the Articles of Dissolution and Termination, has read the foregoing articles, knows the contents thereof, and believes the statements made thereon to be true. I further authorize the Secretary of State to correct number 2 if not correctly reflected." <div style="text-align: right;"><div style="display: inline-block; width: 60%; border-bottom: 1px solid black; margin-bottom: 5px;"></div>(Signature)<div style="display: inline-block; width: 35%; border-bottom: 1px solid black; margin-bottom: 5px;"></div>(Date)</div>		
7. Name of person to contact if questions about this document	E-mail address	Daytime telephone number

INSTRUCTIONS FOR BUSINESS/PROFESSIONAL/FARM LIMITED LIABILITY COMPANY ARTICLES OF DISSOLUTION AND TERMINATION BY MEMBERS

A limited liability company may be dissolved when authorized in the manner set forth in North Dakota Century Code Sections 10-32-111 through 10-32-117. After the limited liability company has filed the Notice to Dissolve with the Secretary of State, Articles of Dissolution and Termination may be filed with the Secretary of State.

After the Notice to Dissolve is filed with the Secretary of State, a limited liability company may choose to notify its creditors and claimants prior to filing Articles of Dissolution and Termination with the Secretary of State. If notice is given, it must be given by:

- 1) Publishing the notice once each week for four successive weeks in an official newspaper in the county or counties where the registered office and the principal executive office of the limited liability company are located; **AND**
- 2) Giving written notice to known creditors and claimants.

The notice to creditors and claimants must contain:

- 1) A statement that the limited liability company dissolved and is in the process of winding up affairs;
- 2) A statement that the limited liability company has filed a Notice to Dissolve with the Secretary of State;
- 3) The date of filing the Notice to Dissolve;
- 4) The address of the office to which written claims against the limited liability company must be presented; and
- 5) The date by which all claims must be received, which must be the later of 90 days after published notice or, with respect to a particular known creditor or claimant, 90 days after the date on which written notice was given to that creditor or claimant. Published notice is deemed given on the date of the earliest publication for the purpose of determining this date.

A limited liability company that chooses not to give notice may file Articles of Dissolution and Termination with the Secretary of State after:

- 1) The payment of claims of all known creditors and claimants has been made or provided for; **OR**
- 2) At least two years have elapsed from the date of filing the Notice to Dissolve with the Secretary of State. (See N.D.C.C., Section 10-32-115)

If the limited liability company does not give notice to creditors and claimants, the following conditions must all be met before Articles of Dissolution and Termination can be filed with the Secretary of State:

- At least two years must have elapsed since the Notice to Dissolve was filed with the Secretary of State; **OR** payment must have been made to all known creditors and claimants or adequate provision has been made for payment or discharge.
- Any remaining property, assets, and claims of the limited liability company must have been distributed in accordance with North Dakota law, or adequate provision be made for that distribution.
- There cannot be any pending legal, administrative, or arbitration proceedings by or against the limited liability company, or adequate provision must have been made to satisfy any judgment, order or decree that may be entered against it in a pending proceeding.

If the limited liability company does give notice to creditors and claimants, the following conditions must all be met before Articles of Dissolution and Termination can be filed with the Secretary of State:

- At least 90 days have elapsed since notice was given to creditors and claimants; or at least 60 days have elapsed since a claim was rejected and the claimant has not pursued other remedies.
- 180 days have elapsed since the limited liability company filed the Notice to Dissolve with the Secretary of State.
- Payment must have been made to all known creditors and claimants or adequate provision has been made for payment or discharge.
- Any remaining property, assets, and claims of the limited liability company must have been distributed among its shareholders, or adequate provision be made for that distribution.
- There cannot be any pending legal, administrative, or arbitration proceedings by or against the limited liability company, or adequate provision must have been made to satisfy any judgment, order or decree that may be entered against it in a pending procedure.

The following numbers correspond to the numbered sections on the front of this form.

1. **FILING FEE:** The filing fee is \$20.00. (Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payments may also be made by credit card, Visa, Master Card or Discover.)
2. Provide the limited liability company name exactly as currently provided in the Articles of Organization filed with the Secretary of State. Pay attention to punctuation and abbreviations. If the name in number 2 is not the same as registered, the name will be corrected by the Secretary of State when the document is received.
3. To properly maintain business records, the Federal ID number is required if the limited liability company has one.

Privacy: In compliance with N.D.C.C., Section 10-32-153.1, social security or Federal ID numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate business files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the document.
4. Check the box indicating that the Articles of Dissolution and Termination are effective when filed with the Secretary of State, or if at a later date, it must be within 30 days after filing with the Secretary of State. If neither box is checked, the Articles of Dissolution and Termination are effective when filed with the Secretary of State.
5. Check the box that correctly reflects whether the limited liability company gave notice to creditors and claimants and asserting the statutory conditions exist when that notice is either given or not given. **When checking the second box, provide the date on which notice was given to creditors and claimants.**
6. The Articles of Dissolution and Termination must be dated and signed by an individual authorized to sign on behalf of the limited liability company.
7. List the name, e-mail address, and daytime telephone number of a contact person if this office has any questions or needs additional information to file the Articles of Dissolution and Termination.

INSTRUCTIONS FOR BUSINESS/PROFESSIONAL/FARM LIMITED LIABILITY COMPANY ARTICLES OF DISSOLUTION AND TERMINATION (CONTINUED)

ASSISTANCE: If assistance is required to complete the Articles of Dissolution and Termination, contact the Secretary of State's Office.

FAX FILING: The document and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the document in the office of the Secretary of State.

EMAIL: Email is not a secure utility for the transmission of private information or credit card authorizations. **DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.**

MAILING INSTRUCTIONS: Send Articles of Dissolution and Termination and fee to:

Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500

Telephone: 701-328-4284 Toll Free: 800-352-0867 (8-4284) Fax: 701-328-2992 Home Page: www.nd.gov/sos



CREDIT CARD PAYMENT AUTHORIZATION SECRETARY OF STATE SFN 51478 (11-06)

(All items required to complete transaction)

Name:						Amount Authorized	
Address:				City:		State:	Zip Code:
<input type="checkbox"/> VISA <input type="checkbox"/> Master Card <input type="checkbox"/> Discover						Signature: (Required by credit card companies)	
Account Number:				V #			
<div> <div>Month</div> <div>Year</div> </div>				Card Expires:		Date:	
<div> <div>-</div> </div>				<div> <div>-</div> </div>			